

**EXHIBIT A**

Proposed Order

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**SEARS HOLDINGS CORPORATION, et al.**

**Debtors<sup>1</sup>**

)  
)  
)  
) Chapter 11  
)  
) Case No. 18-23538 (RDD)  
) Jointly Administered

**ORDER GRANTING MOTION OF WINNERS INDUSTRY CO., LTD. FOR  
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

Upon consideration of the *Motion of Winners Industry Co., Ltd. for Allowance and Payment of Administrative Expense Claims* (the “Motion”) filed by Winners Industry Co., Ltd. (“Winners”); and the Court having jurisdiction to consider the Motion and relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B), and (O); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided and no further notice required; and upon the Court’s review of the Motion and any responses or objections thereto; and upon the Court’s

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

determination that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; and upon all of the proceedings had before the Court and after due deliberation, it is hereby ORDERED THAT:

1. The Motion is GRANTED.
2. Winners shall have an allowed administrative expense claim pursuant to 11 U.S.C. §§ 503(b)(1)(A) and 503(b)(9) against Kmart Corporation in the amount of \$1,205,965.44.
3. Winners shall have an allowed administrative expense claim pursuant to 11 U.S.C. §§ 503(b)(1)(A) and 503(b)(9) against Sears, Roebuck and Co. in the amount of \$1,726,765.83.
4. This Order is without prejudice to Winners' ability to seek additional administrative expense claims against any of the Debtors (including without limitation Kmart Corporation and Sears, Roebuck and Co.).
5. Kmart Corporation is authorized and directed to pay forthwith Winners \$1,205,965.44 on account of Winners' administrative expense claim.
6. Sears, Roebuck and Co. is authorized and directed to pay forthwith Winners \$1,726,765.83 on account of Winners' administrative expense claim.
7. This Court shall retain exclusive jurisdiction to hear and decide all matters arising from or related to this Order.

Dated: January \_\_\_\_, 2019  
White Plains, New York

---

HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE